

HM # 21 - "Snake Pit"
Written By: Steven Melching (SE:DS)
THIRD DRAFT -- 7/5/02

FADE IN:

EXT. PALACE - NIGHT

The Royal Palace glimmers in the moonlight. TILT DOWN to LOW ANGLE, F.G. to REVEAL a creepy, 6-legged ETERNIAN LIZARD as it skitters furtively toward the looming castle.

THE LIZARD - makes its way to a narrow (foot-wide) DRAINAGE PIPE. It looks around, as if to make sure it's not being watched, then darts inside, as if intent on a mission...

INT. PALACE DUNGEON - CONT.

PUSH THRU A DANK CORRIDOR - This is the highest-security level of the Palace Dungeon. It's gloomy, oppressive, the kind of place you'd stick Hannibal Lector. Five cells, sealed with sturdy iron gates with GLOWING BARS (MAGICAL or ELECTRICAL). The shadowy figures of INMATES can be seen in a couple of the cells. We see one peek out -- a nebbishy white-furry humanoid named Odiphus. <He will figure in a later episode.>

CAMERA SETTLES AT A GUARD AREA - manned by 2 ROYAL GUARDS, absorbed in a mini version of Eternian chess (see Ep #17). Six-inch high HOLOGRAM PIECES arrayed on a tabletop board.

GUARD #1
Paladin to Emperor K-six.

TILT DOWN to a nearby GRATE. The Lizard wriggles through the bars & looks around.

GUARD #2 (O.S.)

Oh Not bad. Archer to Spire G
five...

ON A CELL - The SILHOUETTE of a prisoner (Kobra Khan) watches intently, his reptilian eyes glinting YELLOW in the darkness.

THE ETERNIAN LIZARD - darts past the table unseen & WALKS UP the wall.

RING OF LASER KEYS - The Lizard scales the wall to a peg, from which hangs a ring of five glowing keys (look like mini-laser pointers). The reptile takes the ring in its mouth & gently lifts it off the peg.

THE SHADOW INMATE - watches, pleased.

LOW ANGLE - The Lizard scurries across the wall & down to the floor, as the Masters continue their game in the BG.

AT THE CELL DOOR - The Lizard stops obediently at the door. A REPTILIAN HAND reaches through the bars & takes the glowing keys from the Lizard.

ANGLE - The Hand stretches gracefully & inserts the proper glowing, tube-like key into the lock...which now glows.

ON THE ROYAL GUARDS - They concentrate on their game.

Just then they hear the <SQUEAK> of a hinge. They look OS.

THEIR POV - PAN ACROSS THE CELLS - All is quiet. Odiphus peeks out his door, eyes darting, wondering what's up.

THE GUARDS - look at each other, shrug. Suddenly a humanoid figure LUNGES out of the shadows & attacks GUARD #1!

GUARD #1
<cry of surprise, impact>

THE INMATE - whom we briefly see, wears a Hannibal Lector-esque MASK that covers his jaws -- as well as a restraining strap around his neck. His eyes gleam yellow, as he subdues Guard #1 with a martial arts flip!

GUARD #2 - moves to touch a crystal (or some sort of switch or button) sounding an <ALARM>.

CLOSER - The attacker steps forward into the light, rips off the face mask and restraining strap, as he lunges OS..

ON THE wide-eyed Guard - as KHAN (OTS shot) moves in from behind CAMERA, eclipsing FRAME.

INT. MAN-AT-ARMS' WORKSHOP - CONTINUOUS

MAA tinkers on a piece of equipment. He looks up with concern when the ALARM SOUNDS.

INCLUDE THE DOOR - TEELA appears at the threshold, cobra staff in hand, & calls out to her father:

TEELA
The prison!

INT. PALACE DUNGEON - MOMENTS LATER

MAA -- followed by Teela & some Royal Guards race in. MAA scans the room.

HIS POV - The two Royal Guards lie on the floor,
unconscious.

FAVOR MAA - As Teela charges forward to check on the fallen
Guards, MAA looks around & sees:

KHAN'S CELL DOOR - standing wide open.

A GRATE IN THE FLOOR has been TORN OPEN, providing the
obvious escape route. Beside it lies the removed FACE MASK
and HOOD RESTRAINING STRAP.

MAA - grim realization.

MAN AT ARMS
Kobra Khan...(to the others)
Alert all Masters and Royal
Guardsmen--alpha priority manhunt!

ON Odiphus - calling out of his cell door, relishing this.

ODIPHUS
<snickering> Yeah right. You'll
never catch him!

EXT. PALACE - NIGHT, MOMENTS LATER

OTS KHAN - as he EMERGES from the drainage pipe -- the only
light source being the FULL MOON. A SOUND in the sky draws
his attention.

KHAN'S POV - ROYAL GUARDS -- on SKY SLEDS fly past, (we see
a few silhouetted against a large moon -- ala E.T.)
obviously searching the terrain.

A ROYAL GUARD lands nearby on a promontory -- scans the
terrain. RACK FOCUS to KHAN in f.g. - for the first time,
we see clearly his hideous visage. He smiles evilly...

EXT. DARK HEMISPHERE - SOON, NIGHT

Khan lands the Sky Sled on a rocky promontory. He
dismounts, the Lizard perched on his shoulder, & takes in
the OS view.

KOBRA KHAN
At last!

OTS KHAN - SNAKE MOUNTAIN looms dramatically before him.

KOBRA KHAN (O.S.)
Snake Mountain...

KHAN - confides in his Lizard "familiar," fingering a
distinctive BRONZE MEDALLION that serves as his belt buckle.

An image on the relic depicts a snake biting its tail in a "figure-8" design.

KOBRA KHAN
Prepare to be set free, oh ancient
ones. To take back your rightful
place as the masters of Eternia!

REVEAL - a pair of ominous FIGURES (actually Merman & Two-Bad) approach from behind...

INT. SNAKE MOUNTAIN - SKELETOR'S THRONE ROOM - SOON

Kobra Khan enters the throne room a prisoner, prodded forward by MERMAN'S trident. TWO-BAD walks alongside them.

TWO-BAD (TUVARR)
Master, we've captured an intruder!

REVERSE ANGLE - SKELETOR sits on his boney throne, looking sinister, but intrigued. EVIL-LYN & BEASTMAN stand nearby.

KHAN - drops to one knee, bows in supplication. <KOBRA KHAN speaks in snake-like, sibillant style.>

KOBRA KHAN
Mighty Skeletor, I have come to
pledge my loyalty to you, and
humbly ask that you allow me to
join your great army.

SKELETOR - regards him with skepticism.

SKELETOR
And why do you wish to serve me?

KHAN - looks up at Skeletor.

KOBRA KHAN
I thirst for revenge against all
Eternia, for holding me prisoner.

FAVOR BEASTMAN - He growls at the new arrival.

SKELETOR has zapped him.

SKELETOR
realizing) You are Kobra Khan.

KOBRA KHAN nods.

SKELETOR gets off his throne, slowly walks around Kobra Khan, checking him out.

SKELETOR

Your reputation precedes you. I
can use a man of your talents.

WARRIORS - look at each other with envious, unhappy looks,
then INCLUDE SKELETOR who glares at them.

SKELETOR
Any objections? <off Warriors cowed
looks>

CLOSE ON KHAN - He grins slyly.

WIPE TO:

EXT. CASTLE GRAYSKULL - DAY

ESTABLISH the distinctive fortress.

MAN AT ARMS (O.S.)
I assure you, Sorceress.

INT. CASTLE GRAYSKULL - CONT.

MAA stands before SORCERESS, who is at the window, looking
out, troubled.

INT. MAA'S WORKSHOP - LATER

ON ADAM - he shrugs at CAMERA.

ADAM
The Snake Men? I thought they were
just a myth to frighten children.

WIDEN TO REVEAL - MAA has finished relaying the Sorceress'
tale to a skeptical Teela, ORKO, & Adam.

ORKO - takes on the role of a hammy storyteller, CONJURING
up a SNAKE PUPPET on each hand:

ORKO
Yeah, if you stay up past your
bedtime, look out! The Snake Men
will come and getcha! Sssss!
Sssss!

BACK ON MAA - Looking grim.

MAN AT ARMS
The Snake Men are no myth. Long
ago they nearly conquered all of
Eternia.

INCLUDE ALL - Adam, Teela & Orko gather around, as we ADJUST
TO DRAMATIC ANGLE ON MAA -

MAN AT ARMS
Their leader, King Hiss, built an
impregnable fortress, and called it
Snake Mountain.

FAVOR ADAM - He & Teela trade surprised looks.

RIPPLE DISSOLVE:

EXT. SNAKE MOUNTAIN - DAY (FLASHBACK)

Snake Mountain, freshly-built & looking like King Hiss (has two side heads, besides the main head). It's ominous, GLOWS with evil. Legions of SNAKE MEN march out, intent on conquest (think *Lord of the Rings*).

MAN AT ARMS (V.O.)
From their new base, the Snake Army
marched forth to vanquish the
entire populace.

EXT. BATTLEFIELD - DAY (FLASHBACK)

Three ELDERS, accompanied by the warrior ZODAK, stand heroically atop a hill. They fire MYSTIC ENERGY BLASTS from spells & weapons.

ANGLE - driving back a horde of Snake Men as energy SWEEPS down the hill & traps the Army in a tornado-like VORTEX of raw power!

MAN AT ARMS (V.O.)
They might have succeeded, were it
not for the combined strength of
the Elders and the mystic Zodak.

INT. SNAKE MOUNTAIN - VOID CHAMBER (FLASHBACK)

The Elders & Zodak use the same mystic power to drive the Snake Army into a large crater in the bowels of Snake Mountain. Then the Elders cast a spell that seals the pit with a shimmering WHIRLPOOL of ENERGY.

MAN AT ARMS (V.O.)
Together they entombed King Hiss
and his army in The Void, a
timeless prison deep within Snake
Mountain.

ANGLE - An Elder removes the BRONZE MEDALLION (shape of a snake eating its own tail) from a stone altar at the rim of the crater, "locking" the field.

RIPPLE DISSOLVE:

INT. MAN AT ARMS WORKSHOP -

OTS MAA - As Orko cowers behind a grim-faced Adam & Teela.

MAN AT ARMS
Should Kobra Khan succeed in
freeing the Snake Men, all of
Eternia is in grave peril.

MAA clicks a control on his mace, and we WIDEN as a large
sliding panel in the floor opens -- and the WINDRAIDER rises
up out of it. <HYDRAULIC LIFT FX>

MAN AT ARMS
Zodak resides in a retreat high in
the Mystic Mountains. The Sorceress
asked that we seek his help.

EXT. PALACE - SECONDS LATER

As we see the WINDRAIDER ZOOM off.

WIPE TO:

INT. SNAKE MOUNTAIN - LOWER CORRIDOR - NIGHT

Skeletor leads an attentive Khan on a "tour" of his lair.
Beastman walks abreast, keeping a wary, envious eye on Khan.

KOBRA KHAN
Snake Mountain is truly
magnificent, Skeletor. The Palace
of Eternia is weak by comparison.

SKELETOR
Perhaps you can help me find a way
to exploit that weakness.

ANGLE - Khan smiles & nods, then indicates a STONE STAIRWAY,
leading down.

KOBRA KHAN
With pleasure. (then slyly offhand)
Where does that stairway lead?

BEASTMAN
(growls) None of your business.

CLOSE ON KHAN - He smiles slyly, thinking...

SKELETOR (O.S.)
Tell me what you know of the
Eternian Palace...

EXT. MYSTIC MOUNTAINS - LEDGE - DAY

MAA parks the WINDRAIDER on a ledge high in the snowy mountains. A fierce WIND howls -- as he opens the door and starts to climb out.

MAN AT ARMS
(loudly, above the winds)
The winds are too strong! We'll
have to continue on foot!

EXT. MYSTIC MOUNTAINS - SNOWY SLOPE- SOON

Adam, MAA, & Teela trudge through knee-deep snow...

EXT. MYSTIC MOUNTAINS - ICE WALL - SOON

MAA, Teela, & Adam scale a sheer ICE CLIFF...

EXT. MYSTIC MOUNTAINS - CREVASSE - SOON

Teela, MAA, & Adam emerge from a culvert & start across a natural ICE BRIDGE that spans a bottomless crevasse.

CLOSER - A GUST of wind nearly topples Teela. She catches her balance, CHUCKLES nervously.

INT. SNAKE MOUNTAIN - SKELETOR'S THRONE ROOM - NIGHT

PUSH IN till we FAVOR SKELETOR - who along with Evil-Lyn, Merman, Two-Bad, & Tri-Klops are gathered around a HOLOGRAM of the Palace of Eternia, plotting. Kobra Khan hangs back.

SKELETOR
Kobra Khan has provided us some
intriguing new information. There
is an unguarded entry leading to
the banquet hall in the Royal
Palace (indicating) By accessing
it, we can easily seize control of
the entire Palace...

DURING THE ABOVE, KHAN slips silently into the shadows & exits the room. As he passes CAMERA, he grins slyly, addressing his Lizard -- which is perched on his shoulder.

KHAN
(sotto, sly and ominous) While
King Hiss seizes all of Eternia!

END ACT ONE

ACT TWO

EXT. ZODAK'S AERIE - DAY

EXT. a spectacular, circular, vaguely monastic structure perched atop a cloud shrouded mountain peak. The tiny figures of MAA, Teela, & Adam approach.

INT. ZODAK'S AERIE - DOJO CHAMBER - SOON

MAA, Teela, & Adam enter an arched doorway into large circular room. They stop short & look around:

PAN THE ROOM - The floors are covered with training mats, & all kinds of exotic weapons line the walls. SETTLE ON a SOLITARY FIGURE sitting on the floor, lost in meditation.

CLOSER - It's ZODAK, a powerful mysterious warrior. Though he's facing another direction, his eyes suddenly SNAP OPEN, aware of the intruders.

ANGLE - MAA, Teela, & Adam bow respectfully.

MAN AT ARMS

Forgive our intrusion, Zodak. I am
Man-At-Arms, and this is Prince
Adam and my daughter Teela. The
Sorceress sent us to seek your
help.

ZODAK - remains in his meditation pose, unmoving.

ZODAK

(knowingly, as if reading their
minds) Yes.

ADAM and TEELA exchange a puzzled, wary look. FAVOR MAA - He presses their case:

MAN AT ARMS

Kobra Khan has escaped from our
prison, and we believe he's gone to
Snake Mountain to free King Hiss.

HOLD ON ZODAK - A beat. Then he stands, grim-faced, resolute, then crosses to the wall & picks up his staff, all business. As he says "alone" his helmet clicks over his head. (it'd been hidden - works like MAA's armor>

ZODAK

I will handle this. Alone.

ADAM - looks to MAA, concerned. At the same time, Zodak waves his staff at a wall -- so that a disk rolls out of it, & comes to a stop like a rolling hubcap...flat on the ground.

ADAM
You can't go alone! You'll be on
Skeletor's home territory. He's--

ADAM stops short, as the disk COOLY extrudes 3 legs, ala a short stool. ZODAK sits on it, it levitates -- and then...

THE WALL - OPENS in front of him, & Zodak FLIES out!

FAVOR ADAM - as he & the others rush to the portal.

ADAM
(drily) Well, that was...different.

FAVOR MAA - as they watch Zodak disappear into the blizzard.

MAN AT ARMS
(grimly) Despite what he says,
Zodak's going to need our help.

TEELA - she nods and starts to hurry out.

WIPE TO:

INT. SNAKE MOUNTAIN - LOWER CORRIDOR - NIGHT

The same corridor we saw earlier is now deserted. After a beat, Kobra Khan (with his Lizard on his shoulder) makes his way down the hall, sticking to the shadows.

ANGLE - He reaches the stone stairway, checks to make sure the coast is clear, then ducks into it.

INT. SNAKE MOUNTAIN - MENAGERIE - SECONDS LATER

TRACK KHAN as he crosses Beastman's MENAGERIE, passing fantastic CREATURES, paying them no heed, when suddenly:

BEASTMAN - emerges from the shadows, very territorial. Khan is only briefly taken aback, then he "covers" -- extends his arm, showing off his Lizard.

BEASTMAN eyes the lizard with contempt, then eyes Kobra Khan with suspicion and contempt.

KHAN bows submissively & exits back the way he came, into the shadows. BEASTMAN - watches him go, then turns & plods off.

ON SHADOWS - Khan re-emerges, grins slyly, then proceeds past camera.

EXT. DUNES OF DOOM/INT. WINDRAIDER - SKIES - NIGHT

As MAA pilots Teela & Adam in the Windraider over the Dunes of Doom, we FAVOR ADAM, as he addresses the others:

ADAM
That Zodak has some nerve. We come
all the way to ask him to join us
and--

FAVOR MAA - interrupts, intent.

MAN AT ARMS
It's personal. Legend has it that
King Hiss killed Zodak's brother
during the ancient war.

TEELA - nods, understanding, then shakes her head.

TEELA
And now he's going to get *himself*
killed. He barely looks like a
match for Kobra Khan, much less
Skeletor's people.

PUSH IN ON MAA - as he fills them in:

MAN AT ARMS
Don't underestimate Zodak.

EXT. SNAKE MOUNTAIN - SAME TIME

TRI-KLOPS stands guard at the gate. ADJUST TO ZODAK - as he strides confidently towards gate. As Zodak approaches, his mystical markings begin to GLOW. We hear MAA's VO continue:

MAN AT ARMS (V.O.)
He has the ability to gain instant
insight into an opponent's
weakness...

ON TRI-KLOPS - His optical sensors ROTATE as he reacts.

ZODAK - raises his staff, which fires a BURST OF LIGHT --
WHIP PAN TO Tri-Klops - who crumples, temporarily blinded.

ON GATE - Zodak examines the massive door. His markings GLOW. With a single powerful KICK, Zodak SMASHES OPEN the gate.

INT. SNAKE MOUNTAIN - SKELETOR'S THRONE ROOM - SECONDS LATER

ANGLE - A door BURSTS open, & Zodak glides into the room.

REVERSE ANGLE - Skeletor, Evil-Lyn, Merman, Beastman, & Two-Bad whirl to face him, surprised.

ZODAK - stops in the center of the chamber.

ZODAK

I have come for Kobra Khan. Give
him to me.

As the WARRIORS look at each other & LAUGH derisively, FAVOR
SKELETOR - arching an eyebrow and fingering his Havoc Staff.

Warriors

Laugh!

SKELETOR

And if I refuse?

DRAMATIC ANGLE - Zodak's markings FLARE.

SKELETOR nods at the WARRIORS--who fan out to surround
Zodak.

ZODAK maintains a Zen-like calm, as...BEASTMAN charges.
ZODAK deftly moves aside, sending Beastman to CRASH clumsily
into Merman.

BEASTMAN/MERMAN

<attack cry, impact>/<impact GRUNT>

ZODAK spins as TWO-BAD rushes in to strike. Zodak makes a
quick effortless move to avoid the strike...

ZODAK then levitates & circles Two-Badd -- faster and faster
- all the while evading Two Badd's strikes.

TWO-BAD'S POV - The background becomes a BLUR as he dizzily
fixes on the circling Zodak -- then suddenly a BLOW from
ZODAK'S STAFF whumps at CAMERA.

TWO-BAD collapses. RACK FOCUS TO SKELETOR - furious.

SKELETOR

Finish him!

EVIL-LYN - raises her staff as she casts a spell:

EVIL-LYN

"Forces of darkness, hear my
call...fix the enemy to the wall."

Dark magic COALESCES around her staff & SHOOTs out! PAN TO ZODAK - his mystic markings BLAZE. The dark energy STRIKES his STAFF...& is REFLECTED back!

WIDE - The dark magic SWEEPS Skeletor & the Warriors off their feet & PINS them to the walls!

SKELETOR/ WARRIORS
<cries of surprise, impacts>

ZODAK - calmly walks out of the room, intent on his mission, as the villains struggle in the BG.

SKELETOR - strains mightily against the magic bonds.

SKELETOR
You...will pay...dearly for this...

SKEL fixes on something OS & summons all his strength. PAN TO SKEL'S STAFF: it TREMBLES & MOVES slightly toward its master.

INT. SNAKE MOUNTAIN - LOWER LEVEL - SAME TIME

KHAN - heads down a dusty, dank corridor, then stops as he spots a dust-covered marking on the wall. He dusts away cobwebs to reveal SNAKE-LIKE HIEROGLYPHICS & a CUT OUT shape. Excited, he takes the BRONZE MEDALLION off his belt & inserts it into the cut-out. The wall starts to creak open, after 1000 years. We see an ancient stairway, leading down.

EXT. SNAKE MOUNTAIN- CONT.

The mountain's snake eyes glow more ominously.

INT. SNAKE MOUNTAIN - CATACOMBS - CONT.

KOBRA KHAN climbs down the ancient stairs into a spooky passage deep below Snake Mountain. Cobwebs hang from the vaulted ceilings.

HIGH ANGLE - The tiny form of Kobra Khan makes his way through the shadowy warren of a rough-hewn corridor. His presence causes a DARK FIGURE in the FG to stir.

REVERSE ANGLE - The creature is WEBSTOR, a creepy, spider-like being perched in a web. His multiple RED EYES GLOW as he awakens from a long slumber... <NOTE: This is just a cameo, foreshadowing his appearance in a future episode.>

MOVING - ON KHAN - growing excited. He talks to his Lizard, who is visibly agitated, skittish.

ANGLE ON A NARROW DOORWAY UP AHEAD - OTS KHAN as he gains

into shot from behind CAMERA.

INT. SNAKE MOUNTAIN - VOID CHAMBER

KHAN enters the doorway, steps past CAMERA, then CAMERA PIVOTS to reveal a large ancient, dank, misty, shadowy chamber -- walls made of scorched brick. It's like we're in the center of some ancient well, or foundry -- some gateway to the underworld. KHAN now strides in from behind CAMERA, and stops short, awestruck.

REVEAL a CRATER in the center of the misty chamber, covered by a solid, stony looking substance.

KHAN - holding the medallion approaches the stone altar (ala the earlier flashback) at the edge of the crater.

KHAN - stops at the altar, the bronze relic in his hand. The Lizard crawls over his back frightened, then pops his head back over to peek. Khan smiles.

OTS KHAN - A CUT-OUT in the altar, just as in the wall -- exactly the same size & shape as the bronze medallion.

DRAMATIC ANGLE -- as he places the medallion into the "slot" in the altar. In response, the CRATER covering turns into a SHIMMERING VORTEX of dimensional energy. Swirling light from the field illuminates everything. KHAN grins with thrilled delight.

THE VORTEX VOID begins to CORUSCATE with power. The swirling grows more intense...we hear the sound of OS <EERIE HISSING>.

DOWN ANGLE ON THE VOID - Through the coruscating vortex we can barely make out the sinister forms of the SNAKE ARMY.

CLOSE ON KHAN - he grins ominously, lit by the errie swirling energy.

EXT. SNAKE MOUNTAIN - CONTINUOUS

The mountain GLOWS more ominously. LAVA SPEWS more intensely.

INT. SNAKE MOUNTAIN - VOID CHAMBER - CONTINUOUS

ON VOID - The shadowy forms of imprisoned Snake Men begin to STIR to life, their sinister HISSING growing louder, as we...**END ACT TWO**

ACT THREE

EXT. SNAKE MOUNTAIN - CONTINUOUS

The fortress GLOWS with renewed, ominous power...LAVA SPEWS more forcefully.

INT. SNAKE MOUNTAIN - SKELETOR'S THRONE ROOM

MAA, Teela & Adam race in, ready for battle...

ANGLE--..but Evil-Lyn, Beastman, Merman, & Two-Bad are affixed to the walls by Evil-Lyn's spell - struggling to get free. No sign of Skeletor. Our heroes look around, baffled. The very walls of the fortress are THROBBING with dark energy.

ADAM
(understated) Uh, maybe Zodak
didn't need our help after all.

FAVOR EVIL-LYN - tightly sandwiched between BEASTMAN & MERMAN -- her two least favorites -- clearly miserable.

KOBRA KHAN
The Void...!

MAA - concerned, hurries out, giving Adam a meaningful look.

INT. CORRIDOR - CONT.

As TEELA starts to follow MAA, ADAM tries to slip off the other way, but a frowning TEELA reaches back and grabs him.

ADAM - frustrated (unable to slip off to become He-Man)
heads off with Teela.

INT. SNAKE MOUNTAIN - VOID CHAMBER - CONTINUOUS

Kobra Khan watches in gleeful anticipation as the energy shield over the void begins to DISSIPATE. He whirls when he senses another presence. CAMERA SWINGS AROUND TO: ZODAK - as he dramatically strides into the chamber.

KOBRA KHAN (OS)
Zodak!

KHAN hisses with sinister pleasure.

KOBRA KHAN
King Hiss will rise from his
ancient prison just in time to see
his captor fall before me!

ON ZODAK - His markings GLOW.

ZODAK

Not while I draw breath.

INCLUDE BOTH - The warriors circle each other warily.

ON THE VOID - As the field weakens, the stirring Snake Men become more visible.

ZODAK - lunges and spins forward with his staff!

INCLUDE BOTH - As ZODAK spins Crouching Tiger-style & strikes -- WHOOSH, WHOOSH -- KHAN dodges with serpent speed. Once, twice...but a third strike from Zodak's weapon knocks him backwards...to the ground!

KOBRA KHAN
Unnnnhhhh...

LOW ANGLE - KHAN on the ground - Zodak spins into shot, moves purposefully to finish the job.

ZODAK
Prepare to join your snake
ancestors in the Void.

ON KHAN - Suddenly his cobra-like hood SNAPS OPEN <big reveal> & he SPITS VENOM! WHIP PAN TO ZODAK - no time to react. Venom hits his helmet, blinding him...and eating away at his helmet!

ZODAK
<cry of pain>

KHAN - presses his advantage, leaps up into the air, Matrix-style, spins & sends Zodak flying with a powerful KICK!

ON THE VOID - The dimensional field DISSIPATES completely! Dozens of scaly HANDS reach out of the crater, gripping the rim. Then a HUGE FIGURE bounds up out of the misty pit!

ANGLE - The figure lands in a crouch (HUGE CAMERA SHAKE). Then he slowly stands, RIPPING AWAY layers of snake skin (shedding) to REVEAL his

heavily muscled form & a tail tipped with a rattle. This is RATTLOR! When he speaks his huge nasty FANGS are visible.

RATTLOR
<hiss of angry recognition> Zodak!

KHAN - bows to Rattlor, & gestures at the helpless Zodak -- whose helmet is half eaten away.

KOBRA KHAN
(magnanimously) Yes To do with as
you wish, General Rattlor!

ZODAK - tries to wipe the blinding venom from his eyes.

RATTLOR is pleased. He moves in to deliver the coup de grace...his RATTLE SHAKING....baring his fangs, bending over ...nearer and nearer to Zodac.

A sudden BLAST OF ENERGY from OS sends Rattlor tumbling.

DRAMATIC ANGLE - MAA, Teela, & Adam have arrived! MAA lowers his WRIST CANNON.

MAN AT ARMS
Time to slither back into your
hole, Snake Man.

KHAN - sneers at the Masters, as he addresses Rattlor.

KOBRA KHAN
These are *my* tormentors -- and for
that they shall pay.

He SPITS VENOM at them! QUICK REVERSE - MAA deploys a SHIELD (ala Randor from Ep. 1) from his forearm & blocks the venom stream. It HALF-MELTS the metal on contact!

ANGLE - Adam FEIGNS getting hit by the venom & staggers back into the catacombs.

ADAM
<cry of pain>

TEELA
(turning to look) Adam!

Teela turns back, spins and swings her staff at Khan. CAMERA FOLLOWS, as KHAN deftly dodges the blow with his snake speed.

RATTLOR - recovers & calls back to the pit:

RATTLOR
Hssss! Arise, my soldiers!

ON THE PIT - 6 SNAKE MEN start to climb out from the pit...

INT. CATACOMBS - CONT.

ADAM raises his sword and TRANSFORMS TO HE-MAN.

ADAM/HE-MAN
By the power of Grayskull!/I Have
the Power!

INT. SNAKE MOUNTAIN - VOID CHAMBER - CONT.

RESUME SCENE - as MAA & TEELA - prepare for the onslaught.

THE SNAKE MEN getting up from their crouches...SHED their skin after eons of imprisonment. They surge forward HISSING!

ZODAK - faces off against Rattlor.

RATTLOR

I will feed you to King Hiss
myself, Zodak. Just like your
brother.

ZODAK'S demeanor darkens at the remark, as his markings
GLOW.

RATTLOR - lunges PAST CAMERA...at ZODAK.

MEANWHILE - MAA & Teela swing mace and cobra staff to fight
off Snake Men -- but are forced backwards by the sheer
numbers...until their backs are to the chamber wall.

ANGLE - the squirming mass of scaly bodies close in on our
heroes...but then WHIP PAN as THE WALL near them suddenly
BURSTS OUTWARD. The SNAKE MEN retreat a few steps in
stunned surprise...and out of the dust and debris -- HE-MAN
emerges!

ANGLE - MAA & Teela look at him, relieved.

TEELA

He-Man! How did you--?

HE MAN

The Sorceress contacted me.

HE-MAN charges into battle. He WHIRLS his sword, sending
Snake Men darting and skittering back, REVEALING KHAN
standing there. PUSH IN - as he sneers and SPITS VENOM...

HE-MAN blocks the venom with his sword -- then spins and
sends the Snake Man sprawling with a mighty kick!

ZODAK now no longer blinded, gets back up and charges
RATTLOR with his whirling staff, RATTLOR dodges with cool
SNAKE-LIKE

undulations & acrobatic moves -- he's impossibly flexible.

MAA & TEELA - continue to take on Snake Men, knocking them
aside with deft spins and blows from their weapons. A few
Snake Men get hurled against the cave's walls.

ANGLE - He-Man grapples with Khan at the lip of the crater,
from which more Snake Men are reaching up and starting to
emerge. He-Man is clearly overpowering Khan.

HE-MAN - is suddenly HIT by a BLAST from OS -- which knocks him into the pit!

ZOOM ON TEELA - seeing him fall - REACTS alarmed.

KHAN - looks up with relief, then a bit of nervousness -- as he sees the source of the blast.

REVEAL - DRAMATIC - SKELETOR stands at the entrance, brandishing his staff.

ZODAK - knocks Rattlor aside like a linebacker... & stoically LEAPS into the pit after He-Man!

SKELETOR and KOBRA KHAN - both converge on TEELA and MAA.

INT. THE VOID - CONTINUOUS

EST. A sinister, mist-shrouded realm. CAMERA FINDS HE-MAN, dazed as he gets to his feet & looks around thru the mist, ready for anything. Ominous HISSING sounds. Very creepy.

CLOSER ON HE-MAN - slowly scanning the mist. Suddenly there's a frightening RATTLE sound behind him. He-Man spins... & gets CLOBBERED by a powerful rattle-tipped tail!

ANGLE - He-Man goes down, STUNNED. He's quickly overwhelmed by four Snake Men who emerge from the thick fog to GRASP him!

WIDER - The Snake Men LIFT He-Man & carry him forward. We hear them <HISS>...growing louder, tension building....

HE-MAN shakes off his daze, lifts his head looks ahead...

HE-MAN'S POV - The ominous silhouette of KING HISS becomes somewhat visible in the mist -- maybe 40 yards in the distance. As they draw nearer, thru the mist we see the humanoid figure suddenly SPLIT APART into a 3 headed FORM!

HE-MAN - reacts with horror.

INT. SNAKE MOUNTAIN - VOID CHAMBER - CONTINUOUS

CLOSE ON RATTLOK - making a lightning-fast FANG STRIKE past CAMERA...<OTHER SNAKE MEN move creepily thru the shadowy b.g.>

TEELA dodges the strike with an athletic spinning move, then comes out of the move and WHOOSHES her staff around. RATTLOK ducks the blow with lightning-fast snake move.

MOVING - MAA parries a blow from Skeltor's Havoc Staff, then spins away to whomp at Kobra Khan with his mace.

SKELETOR
How thoughtful of you, Kobra Khan!
Recruiting an entire army of Snake
Men to help me conquer Eternia!

Khan contorts to avoid the blow, smiling nervously.

KOBRA KHAN
Ah Yes. Heh. Heh. Heh.

INT. THE VOID - CONTINUOUS

HE-MAN is carried toward CAMERA by the 4 Snake Men - their snake-like arms wrapped around his arms and legs, restraining him. He struggles, but to no avail.

REVERSE - Hiss is 15 yards in front of him now, still in SHADOWS & mist. HIDEOUS HISSING SFX coming from him -- tension mounting.

BACK ON HE-MAN - ZODAK suddenly athletically spins in thru the mist (from the side) & uses his Staff to whomp 2 Snake Men carrying He-Man! (the ones carrying and binding his left arm and leg) The Snake Men's restraining arms slither off He-Man and they retreat into the mist.

He-MAN - now able to get one leg down, he uses his immense strength to pivot and hurl the two remaining Snake Men off of him -- hurling them OS into the mist.

HE-MAN
<huge effort GRUNT>

HE-MAN & ZODAK - As we hear HISSING & see shadows of other SNAKE MEN moving in, ZODAK gets a vengeful look & glances OS:

ZODAK
You must get out. I have
unfinished business to attend to...

CAMERA PIVOTS around & we see, thru the mist -- like some nightmare -- the hideous 3 headed form of KING HISS looming,

<though still in shadows and mostly unseen.>

KING HISS
(relishing it) Yessss.

HE-MAN knocks aside a charging Snake Man with an elbow, as he takes Zodak by the arm with his other hand.

HE MAN

We get out together!

HE-MAN tugs at Zodak -- who reluctantly comes along, but glances one last time back at OS King Hiss.

OUR HEROES race side-by-side thru the mist, each do acrobatic moves to sidestep & WHOMP Snake Men who charge out from the gloom.

AT THE WALL - He-Man & Zodak reach the base of the rocky cliff that rises up to the crater's rim and leap onto it.

DOWN ANGLE - as they start climbing, HE-MAN looks up to see:

ZOOM ON TWO SNAKE MEN above him, clinging to the wall like lizards, mouths open, cobra hoods out, fangs ready to attack.

INT. SNAKE MOUNTAIN - VOID CHAMBER - CONTINUOUS

TEELA evades a RATTLOR charge, leaping high onto the wall of the chamber -- so that RATTLOR hits the wall instead..

ANGLE --TEELA then somersaults to the ground & pivots ready for battle as she sees: 2 SNAKE MEN - rising out of the pit (the same 2 we just saw about to attack He-Man). But they're not moving -- they merely stand there a beat, then topple, REVEALING HE-MAN standing behind them. (i.e. he's clobbered them). ZODAK leaps out of the pit to land beside He-Man.

MAA is on the ropes in his fight against Skeletor & Kobra Khan. He narrowly ducks a Havoc Staff blast.

HE-MAN - as a Snake Man charges him, He-Man uses the guy's forward momentum, to LIFT & HURL the Snake Man...as ZODAK looks over at the stone altar, and heads for it..

ZODAK

We must re-seal the Void!

ANGLE - the hurled Snake Man WHOMPS into Skeletor -- knocking Skel back into a wall. MAA sets his sights on Khan...

ANGLE - but KHAN, seeing Zodak heading for the Altar, quick-slithers a few feet away...and SPITS VENOM...

ANGLE -...which STRIKES the altar, MELTING the Medallion... before Zodak is able to reach it! WHIP PAN TO HE-MAN - he sees this, reacts worried.

KHAN gloats. In b.g. more Snake Men emerge from the pit.

KOBRA KHAN

There is nothing to stop us now!
King Hiss and his Snake Men will
rule the world!

SKELETOR comes up behind Khan. This is news to him.

SKELETOR

Oh?

CLOSE ON ZODAK - grim determination in his face -- ADJUST ANGLE as he places the tip of his staff to the altar. MYSTIC ENERGY flows from staff to altar, as he calls out:

ZODAK

By the Elders!

ON SCENE - all are blinded & swept back by HUGE ENERGY RELEASE and BLINDING FX.

ON THE PIT - the dimensional field SWIRLS back to life a bit -- but then quiets. In f.g. ZODAK reacts -- it didn't work.

ON KHAN - gloating and crowing.

KHAN

You're not powerful enough!

HE-MAN leaps in a cool way to ZODAK'S side, determined, as he places his sword tip beside ZODAK's staff tip in the altar.

DRAMATIC - NOW the ENERGY RELEASE is HUGE. THE VORTEX swirls increase in intensity (like the VORTEX from the flashback.) VARIOUS CUTS - ON MAA, TEELA, SKELETOR - BLINDING LIGHTS SFX -- huge energy outpourings -- as if in a huge windstorm.

WIDE - The VORTEX - SUCKS nearby Snake Men into the crater!

KHAN - struggles against the mystic forces. He scrambles toward a fissure in the wall. RATTOR comes up behind him -- struggling against the Vortex pull as well.

MAA sees them, fires a BLAST from his arm cannon, to try & stop them. But the vortex winds make his blast go awry.

KHAN & RATTOR slither into the fissure & escape. Khan cries:

KOBRA KHAN (PARTIAL OS)

King Hiss will rise again!

WIDE - The vortex DISSIPATES and SOLIDIFIES into the concrete- looking covering over the crater. The Void has been restored.

ANGLE - He-Man, MAA & Teela turn to face: SKELETOR - He glares. But clearly outnumbered, takes a step backward & suddenly leaps upwards, disappearing into a ceiling fissure.

SKELETOR
Another day.

ON HE-MAN - he nods.

HE MAN
Hum Of that I have no doubt.

ZODAK gazes into the CRATER, the danger passed, for now. As the OTHERS join him, he makes a reluctant admission.

ZODAK
It was foolish of me to attempt to
stop this evil on my own. If not
for the help you've all given---I

HE-MAN steps forward, clamps a hand on Zodak's shoulder.

HE MAN
Even the very strongest of us needs
help from time to time. I hope we
can count on you in the future.

ANGLE - Zodak extends his hand, & shakes with He-Man. MAA & Teela look on and smile.

INT. SNAKE MOUNTAIN - SKELETOR'S THRONE ROOM - LATER

CLOSE ON SKELETOR - upon his throne, musing, fingers to chin.

FADE OUT.

THE END

FADE IN:

MORAL TAG

EXT. ROAD ON EDGE OF FOREST - DAY

HE-MAN carries one end of a HUMONGOUS TREE TRUNK on his shoulder, moving it off of a road that it had been blocking.

HE MAN
(to CAMERA) It's a sign of
strength, not weakness, to admit
that you need help.

REVEAL - the other end of the tree trunk -- being carried by
ALL THE MASTERS. PAN TO HE-MAN - carrying his end, solo.

HE-MAN
Even I can't do everything on my
own.

REVEAL - ORKO hovering, one hand out as he "helps" He-Man
hold up his end.

ORKO
(to CAMERA) That's why he's got me!
Until next time!

FADE OUT.

THE END